

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Zurvita Holdings, Inc.2. All other names debtor used in the last 8 years Red Sun Mining, Inc.
Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 26 - 0531863

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>4450 W. Walnut Hill Lane</u>	_____ Number Street
	<u>Suite 110</u>	_____ P.O. Box
	<u>Irving, TX 75038</u>	_____ City State ZIP Code
	<u>Dallas</u>	Location of principal assets, if different from principal place of business
	<u>Dallas</u>	_____ Number Street
	County	_____ City State ZIP Code

5. Debtor's website (URL) https://www.zurvita.com/www/en/us/

Debtor	Zurvita Holdings, Inc.	Case number (if known) _____
Name		

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))

☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))

☐ Railroad (as defined in 11 U.S.C. § 101(44))

☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))

☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))

☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)

☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 5 6 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

☐ Chapter 7

☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____

MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

MM / DD / YYYY

Debtor Zurvita Holdings, Inc. Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor Zurvita, Inc. Relationship Affiliate
 District Delaware When 12/20/2024
MM / DD / YYYY
 Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

 City _____ State ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input checked="" type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

Debtor Zurvita Holdings, Inc. Case number (if known) _____
Name

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/20/2024
MM / DD / YYYY

X /s/ Shadron L. Stastney
 Signature of authorized representative of debtor

Shadron L. Stastney
 Printed name

Title Director

18. Signature of attorney

X /s/ Aaron H. Stulman
 Signature of attorney for debtor

Date 12/20/2024
MM / DD / YYYY

Aaron H. Stulman

Printed name

Potter Anderson & Corroon LLP

Firm name

1313 N. Market Street, 6th Floor

Number Street

Wilmington

City

DE 19801
State ZIP Code

(302) 984-6000

Contact phone

astulman@potteranderson.com
 Email address

5807

Bar number

DE
State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Zurvita Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24- [____] (____)

(Joint Administration Requested)

**COMBINED CORPORATE OWNERSHIP
STATEMENT AND LIST OF EQUITY SECURITY HOLDERS
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Zurvita Holdings, Inc. and its affiliate, who are or may be debtors and debtors in possession in the above-captioned cases (each a “Debtor” and collectively, the “Debtors”), hereby state as follows:

1. Debtor Zurvita, Inc. is 100% owned by Debtor Zurvita Holdings, Inc., located at 4450 W. Walnut Hill Lane, Suite 110, Irving, TX 75038.

2. A list of Zurvita Holdings, Inc.’s equity interest holders, their addresses, and the nature of their equity interests is below.² No publicly traded corporation owns more than 10% of the Debtors’ equity interests.

Entity	Address	Ownership Interest
Ameriprise Enterprise Investment Services	682 Ameriprise Financial Ctr, Minneapolis, MN 55474	50,000 shares (Non-restricted)
June Anderson	Address on File	3,367 shares (Restricted)
Apex Clearing	1981 Marcus Ave, Ste 100, Lake Success, NY 11042	100,710 shares (Non-restricted)

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Zurvita Holdings, Inc. [1863] and Zurvita, Inc. [4837]. The Debtors’ headquarters are located at 4450 W. Walnut Hill Lane, Suite 110, Irving, TX 75038.

² The Debtors reserve the right to supplement or amend the list of the Debtors’ equity interest holders within fourteen days of the date hereof, pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

Jennifer Bailey	Address on File	100,000 shares (Restricted)
BBS Securities, Inc.	199 Bay St, Ste 2600, PO Box 108, Station Commerce Court, Toronto, ON M5L 1E2 Canada	4,750 shares (Non-restricted)
BOFA Securities Inc.	4804 Deer Lake Drive, East Jacksonville, FL 32246	35,869 shares (Non-restricted)
Megan Bonde	Address on File	2,500 shares (Restricted)
Cynthia Huerta Bonilla	Address on File	400 shares (Non-restricted)
Jeffery B Boyd & Mindy W Boyd J/T	Address on File	2,000 shares (Non-restricted)
Michael Cairo	Address on File	2,500 shares (Restricted)
Alicia Arechiga Canedo	Address on File	400 shares (Non-restricted)
Gabriela Avrechiga Canedo	Address on File	400 shares (Non-restricted)
Leon Carr	Address on File	4,587 shares (Restricted)
Peter A Cassis	Address on File	7,791 shares (Non-restricted)
Carmen Castro	Address on File	10,000 shares (Restricted)
Charles Schwab & Co.	2423 E Lincoln Dr, Phoenix, AZ 85016	1,214,107 shares (Non-restricted)
Nick Cooper	Address on File	400 shares (Non-restricted)
Crownmark LP	5700 Democracy Drive, Plano, TX 77024	100,000 shares (Restricted)
Paula Cunningham	Address on File	50 shares (Restricted)
Leavery Y Davidson	Address on File	500 shares (Restricted)
Elmer Dugaduga	Address on File	1,000 shares (Restricted)
Bill Edwards	Address on File	400 shares (Non-restricted)
Jesus Llamas Elras	Address on File	400 shares (Non-restricted)
Danilo Embernate	Address on File	3,367 shares (Restricted)

E-Trade Clearing LLC	55 Water St 32nd Floor, New York, NY 10041	121,676 shares (Non-restricted)
Nicole Falco	Address on File	2,500 shares (Restricted)
Yoniz Fernandez	Address on File	400 shares (Restricted)
Jose Fillion	Address on File	2,500 shares (Non-restricted)
First Clearing LLC	2801 Market St, St. Louis, MO 63103-2523	10,617 shares (Non-restricted)
Susanne Gibson	Address on File	2,500 shares (Restricted)
Goldman Sachs & Co LLC	222 South Main Street, 6th Fl, Salt Lake City, UT	9,860 shares (Non-restricted)
Brent Goodwin	Address on File	10,000 shares (Restricted)
John Cesar Grosso	Address on File	1,000 shares (Restricted)
Andrius Gurcinas	Address on File	400 shares (Non-restricted)
Bernadette M Haag	Address on File	16,331 shares (Restricted)
Hampton Growth Resources LLC	401 Wilshire Blvd, 12th Fl #111, Santa Monica, CA 90401	146,074 shares (Non-restricted)
Hare & Co. LLC	c/o Bny Mellon Attn: Box #11203, Pittsburg, PA 15262	400 shares (Non-restricted)
Melissa Hayes	Address on File	2,500 shares (Restricted)
William Heneghan	Address on File	2,500 shares (Restricted)
Michael Hildenbrand	Address on File	3,367 shares (Non-restricted)
Teresa Hill	Address on File	400 shares (Non-restricted)
Christopher Hourigan	Address on File	25,000 shares (Restricted)
Bill Hunter	Address on File	1,600 shares (Restricted)
Investor Company	77 Bloor St, 3d Floor, Toronto, ON M4Y 2T1 Canada	9,200 shares (Non-restricted)
Vicky Jaehnig	Address on File	7,864 shares (Restricted)

Ryan January	Address on File	400 shares (Non-restricted)
Mark Jarvis	Address on File	13,753,750 shares (Restricted)
Rajeev Ramesh Joshi	Address on File	400 shares (Non-restricted)
Journals & Ledgers LLC	720 N 4th St, PO Box 387, Montpelier, ID 83254	8,166 shares (Restricted)
Flor Aguilar Kanton	Address on File	400 shares (Non-restricted)
KCG Americas LLC	545 Washington Blvd, Jersey City, NJ 07310	38,020 shares (Non-restricted)
Steve J Kirschke & Donna M Kirschke J/T	Address on File	1,400 shares (Non-restricted)
Angeline Melsa Kwik	Address on File	400 shares (Non-restricted)
Bernard Landes	Address on File	10,000 shares (Restricted)
Lily Lang	Address on File	3,367 shares (Restricted)
Kyle A Leblanc	Address on File	1,714,700 shares (Non- restricted)
Paloma Madera Loyola	Address on File	400 shares (Non-restricted)
Maurice W Lyons	Address on File	400 shares (Non-restricted)
Keith Lyrila	Address on File	400 shares (Non-restricted)
Mireya Avendono Marino	Address on File	400 shares (Non-restricted)
Debbie McCollum	Address on File	400 shares (Restricted)
Florinda Canedo Mendoza	Address on File	400 shares (Non-restricted)
Merrill Lynch Pierce Fenner & Smith Incorporated	4804 East Deer Lake Dr, 4th Fl, Jacksonville, FL 32246	26,700 shares (Non-restricted)
Richard J Micchelli Jr	Address on File	5,714 shares (Restricted) 11,429 shares (Non-restricted)
Guadalupe Motta Morales	Address on File	400 shares (Non-restricted)
Morgan Stanley Smith Barney LLC	1 New York Plz, Fl 39, New York, NY 10004	450,151 shares (Non-restricted)

Steven Moss	Address on File	3,367, shares (Restricted)
Zettle Muhammad	Address on File	500 shares (Restricted)
Brandy Murinchack	Address on File	400 shares (Non-restricted)
National Financial Services LLC	200 Liberty St, 5th Fl, New York, NY 10281	512,436 shares (Non-restricted)
Nesbitt Burns	Address on File	14,156 shares (Non-restricted)
Connie Newton	Address on File	5,242 shares (Restricted)
Peter Olson	Address on File	400 shares (Non-restricted)
Oppenheimer & Co	125 Broad St, 15th Fl, New York, NY 10004	48,214 shares (Non-restricted)
Glenn R Paterson	Address on File	1,000 shares (Restricted)
Amy Pedrotty	Address on File	2,500 shares (Restricted)
Penson Financial Services Inc.	1700 Pacific Ave, Ste 1400, Dallas, TX 75201	404 shares (Non-restricted)
Pershing LLC	PO Box 2050, Jersey City, NJ 07303	68,026 shares (Non-restricted)
Jason Post	Address on File	2,500 shares (Restricted)
Raymond James & Associates Inc.	880 Carillon Pkwy St, St. Petersburg, FL 33733	1,750 shares (Non-restricted)
Buddy Rejonis	Address on File	2,500 shares (Restricted)
Ana L Rincon	Address on File	500 shares (Restricted)
Elena Rivera	Address on File	3,367 shares (Restricted)
Robert W Baird & Co. Inc.	PO Box 672, Milwaukee, WI 53201-0672	28,925 shares (Non-restricted)
Mauricio Rodriguez	Address on File	10,000 shares (Restricted)
Kristine Ryan	Address on File	4,587 shares (Restricted)
Andre Sappingfield	Address on File	10,000 shares (Restricted)
Scottrade Inc.	PO Box 31759, St. Louis, MO 63131	180,399 shares (Non-restricted)

Jay Shafer	Address on File	26,051,250 shares (Restricted) 1,100,000 shares (Non-restricted)
Deborah Smith	Address on File	3,367 shares (Restricted)
John Smith	Address on File	3,367 shares (Restricted)
John Stahl	Address on File	3,367 shares (Restricted)
Shadron Stastney	Address on File	6,551,250 shares (Restricted)
Ryan P Sullivan	Address on File	400 shares (Non-restricted)
Andrew Taylor	Address on File	400 shares (Non-restricted)
Shaunie Taylor	Address on File	400 shares (Non-restricted)
TD Ameritrade Clearing Inc.	PO Box 2226, Omaha, NE 68103-2226 -Or- 200 South 108th Ave, Omaha, NE 68154	90,536 shares (Non-restricted)
Vanguard Marketing Corporation	5951 Luckett Court, Suite A1, El Paso, TX 79932	84,700 shares (Non-restricted)
Heriberto Sanchez Vega	Address on File	400 shares (Non-restricted)
Virtu Americas LLC	One Liberty Plaza 165 Broadway, 5th Fl, New York, NY 10006	22,084 shares (Non-restricted)
Wedbush Morgan Securities	PO Box 30014, Los Angeles, CA 90030	8,000 shares (Non-restricted)
Liana Whorley	Address on File	100 shares (Restricted)
Collen M Wilkens	Address on File	3,932 shares (Restricted)
William Dennis Bloom Children's Trust	5700 Democracy Dr, Plano, TX 77024	100,000 shares (Restricted)
Maria Wolfinger	Address on File	2,500 shares (Non-restricted)
Kirby Wright	Address on File	62,241 shares (Restricted)

**JOINT WRITTEN CONSENT
OF
THE RESTRUCTURING COMMITTEES
OF
ZURVITA HOLDINGS, INC.
AND
ZURVITA, INC.**

December 20, 2024

The undersigned, being all of the members of the Special Committee (the “**Holdings Committee**”) of the board of directors of Zurvita Holdings, Inc. (“**Holdings**”) and the Special Committee (the “**Zurvita Committee**” and together with the Holdings Committee, each, a “**Committee**” and collectively, the “**Committees**”) of the boards of directors (the “**Zurvita Board**” and together with the Holdings Board, the “**Boards**”) of Zurvita Holdings, Inc. (together with Holdings, each, a “**Company**” and collectively, the “**Companies**”) hereby adopts the following resolutions by written consent without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware and the bylaws of each of the Companies, respectively, and hereby direct that this joint written consent be filed with the minutes of the proceedings of the Boards of each Company:

Establishment of Committees

WHEREAS, the Boards established the Committees and empowered them to, among other things, evaluate, negotiate, declare advisable, approve, execute, consummate and implement, or reject, strategic options with respect to the applicable Company and its subsidiaries, including but not limited to a sale, financing, intellectual property licensing, business combination with a special purpose acquisition company, restructuring, reorganization, recapitalization, bankruptcy, insolvency or other transaction to the extent deemed necessary or advisable and in the best interests of each of the Companies and their respective stakeholders by the Committees;

WHEREAS, the Boards further empowered the Committees to, among other things, take any and all actions to evaluate, negotiate, declare advisable, approve, execute, consummate and implement, or reject, strategic options with respect to the applicable Company and its subsidiaries, including but not limited to a sale, financing, intellectual property licensing, business combination with a special purpose acquisition company, restructuring, reorganization, recapitalization, bankruptcy, insolvency or other transaction deemed necessary or desirable by the Committees, and take any and all other actions as the Committees in their sole discretion deemed necessary, advisable or appropriate in connection with its consideration of the foregoing;

Bankruptcy Filing

WHEREAS, the Committees have considered presentations by legal and financial advisors to the Companies regarding, among other things, the liabilities, assets and liquidity of the Companies, the strategic alternatives available to the Companies, and the potential impact

(financial and otherwise) of the foregoing on the business, creditors, and other parties in interest of the Companies;

WHEREAS, the Committees have each been presented with a proposed petition and related documents to be filed by each Company in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) seeking relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) as a debtor in possession and thereby commencing a chapter 11 bankruptcy case for the applicable Company (each, a “**Bankruptcy Case**” and collectively, the “**Bankruptcy Cases**”);

WHEREAS, the Committees have reviewed and evaluated the proposed Restructuring Support Agreement (substantially in the form reviewed by each Committee with respect to their respective Companies, the “**RSA**”), by and among Zurvita Holdings, Inc., Zurvita, Inc., Mr. Jay Shafer, and Zinzino AB, and the transactions contemplated thereby;

WHEREAS, the Committees, having considered the financial and operational aspects of the business of each Company and the best course of action to maximize value, having received financial and other input from management and their advisors, having had the opportunity to review and consider the same, having pursued and considered various alternatives, upon the advice of counsel, and having reviewed and evaluated the proposed RSA and the transactions contemplated thereby, have determined in the exercise of their business judgment that given the current facts and circumstances confronting the Companies, it is advisable, desirable, and in the best interests of the Companies and their respective creditors, employees, other stakeholders, and other interested parties that a petition be filed by each Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code and that the applicable Company enter into the proposed RSA and the transaction contemplated thereby.

NOW, THEREFORE, BE IT:

RESOLVED, that after due consultation with the management and the legal advisors of each Company and consideration of all factors that they deem relevant, the Committees hereby deem it advisable, desirable and in the best interests of the Companies and their respective creditors, employees, other stakeholders, and other interested parties that each Company file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code, and that the filing of such petition in the name and on behalf of each Company to commence a Bankruptcy Case, and the commencement of such Bankruptcy Case, be, and hereby are, authorized; and it is further

RESOLVED, that each of the officers or directors, as applicable, of each of the Companies (each, an “**Authorized Person**” with respect to such Authorized Person’s respective Company), acting alone, be, and hereby is, authorized and empowered, on behalf of and in the name of the Companies, as applicable, to execute and verify a voluntary petition in the name of the Companies, as applicable, under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the

Bankruptcy Court in such form and at such time as the Authorized Person executing said petition on behalf of the applicable Company shall determine; and it is further

RESOLVED, that the RSA and the agreements and transactions contemplated thereby are in the best interests of the Companies and their respective creditors, employees, other stakeholders, and other interested parties, and the Committees, as applicable, hereby authorize and approve the execution and delivery of the RSA by any Authorized Person in the name and on behalf of the applicable Companies; and it is further

RESOLVED, that each other agreement, document, and instrument contemplated by the RSA to be executed or delivered by or in the name of the applicable Companies is hereby authorized and approved in all respects; and it is further

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized and empowered, on behalf of and in the name of the applicable Companies, to execute, verify and/or file, or cause to be executed, verified and/or filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, statements, schedules, motions, lists, applications, pleadings, and other papers required to file a petition in the Bankruptcy Court and commence a Bankruptcy Case, to employ and retain all assistance by legal counsel, accountants, or other professionals to represent the applicable Companies in the Bankruptcy Cases, to take any and all action which the Authorized Person deems necessary and proper to maintain the ordinary course operation of the businesses of the applicable Companies during the pendency of the Bankruptcy Cases, and to seek the relief contemplated by “first day” and/or “second day” motions as necessary to maintain ordinary course operations; and it is further

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the applicable Companies, as applicable, to document, execute, and deliver the RSA, as the same may be amended, supplemented, or modified, as such Authorized Persons may consider necessary, proper, or desirable, and in the best interests of the Company and its stakeholders generally, consistent with the intent of these resolutions, the execution thereof by such Authorized Persons to be conclusive evidence of such determination, and to negotiate, document, execute, and deliver such other documents and to take any and all such further action which such Authorized Person determines to be necessary or appropriate in order to effectuate the general intent of the resolutions set forth herein, in each case to the extent such actions, amendments, supplements or modifications are generally consistent with the RSA; and it is further

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized and empowered to engage and retain on behalf of the applicable Companies: (i) the law firm of Potter Anderson & Corroon LLP, as bankruptcy counsel for the Companies; (ii) SC&H Group, Inc., as investment banker for the Companies, (iii) Reliable Companies d/b/a Reliable, as claims and noticing agent for the Companies, and (iv) such other legal counsel, accountants, financial advisors, investment bankers, and other professionals that such Authorized Person deems necessary, advisable, desirable, or appropriate in connection with, or in furtherance of, the Bankruptcy Cases, with a view to the successful prosecution of the Bankruptcy Cases (the taking

of any such act to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and it is further

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized and empowered to take and perform any and all further acts and deeds, including, without limitation, (i) the payment of any consideration, (ii) the payment of fees, expenses, and taxes such Authorized Person deems necessary, advisable, desirable, or appropriate, and (iii) negotiating, executing, delivering, and performing any and all documents, motions, pleadings, applications, declarations, affidavits, schedules, statements, lists, papers, agreements, certificates, and/or instruments (or any amendments or modifications thereto) in connection with the engagement of professionals contemplated by the foregoing resolutions (the taking of any such act to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and it is further

RESOLVED, that, subject to the authority set forth in these resolutions and in connection with the commencement of the Bankruptcy Case by a Company, each Authorized Person, acting alone, be, and hereby is, authorized and empowered, in the name and on behalf of the applicable Company, as a debtor and debtor in possession, to (a) obtain the use of cash collateral, in such amounts and on such terms as may be agreed by any Authorized Person, as is reasonably necessary for the continuing conduct of affairs of such Company, (b) borrow funds from, provide guaranties to, and undertake related financing transactions (the “**Financing Transactions**”) with such lenders and other parties and on such terms as may be agreed by any Authorized Person, as is reasonably necessary for the continuing conduct of affairs of such Company, and (c) pay related fees and grant security interests in and liens upon some, all, or substantially all of such Company’s assets, acknowledge the debt and liens of existing loans, grant liens, and pay interest to such Company’s existing lender(s) in connection with such Financing Transactions; and in connection therewith, each Authorized Person of a Company be, and hereby is, authorized to execute appropriate agreements and related ancillary documents.

Asset Purchase Agreement

WHEREAS, in connection with the Bankruptcy Cases, the Committees have determined that it is advisable and in the best interests of the Companies and their respective creditors, employees, other stakeholders, and other interested parties for the Companies to sell certain assets of the Companies on the terms and subject to the conditions as set forth in that certain Asset Purchase Agreement (the “**APA**”) by and between the Companies and Zinzino, in substantially the form reviewed by each Committee with respect to their respective Companies; and it is further

RESOLVED, that, the Committees have determined that it is in the best interests of the Companies and their respective creditors, employees, other stakeholders, and other interested parties to approve the form, terms and conditions of the APA and the transactions contemplated thereby, subject to the approval of the Bankruptcy Court and commencement of the Bankruptcy Case; and it is further

RESOLVED, that the form, terms and provisions of the APA and the transactions contemplated thereby, be, and the same hereby are, in all respects, approved, adopted and confirmed; and it is further

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized and empowered, on behalf of and in the name of the applicable Companies, to enter into the APA, and each of the ancillary documents to be entered into in connection therewith (the “**Sale Documents**”), and to enter into the transactions and obligations contemplated by the APA and the Sale Documents, subject to Bankruptcy Court approval.

Omnibus Resolutions

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized and empowered, on behalf of and in the name of the applicable Companies, to perform the obligations of the applicable Companies under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as such Authorized Person performing or executing the same shall approve, and the performance or execution thereof by such Authorized Person shall be conclusive evidence of the approval thereof by such Authorized Person and by the applicable Companies; and it is further

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized and empowered, in the name of and on behalf of the applicable Companies, to cause the applicable Companies to enter into, execute, deliver, certify, file, record, and perform under such agreements, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, to pay all expenses, including filing fees, and to take such other actions as in the judgment of such Authorized Person, shall be necessary, proper, and desirable to prosecute a successful completion of the Bankruptcy Case and to effectuate the restructuring or liquidation of the applicable Companies’ debts, other obligations, organizational form and structure and ownership of the applicable Companies, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of which the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

RESOLVED, that each Authorized Person, acting alone, be, and hereby is, authorized and empowered, on behalf of and in the name of the applicable Companies, to take such actions and execute and deliver such documents as may be required or as such Authorized Person may determine to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including, without limitation, the execution and delivery of any consents, resolutions, petitions, schedules, lists, declarations, affidavits, and other papers or documents, with all such actions to be taken in such manner, and all such petitions, schedules, lists, declarations, affidavits, and other papers or documents to be executed and delivered in such form as such Authorized Person shall approve, the taking or execution thereof by such Authorized Person being conclusive evidence of the approval thereof by such Authorized Person and the applicable Companies; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of these resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Holdings Committee and the Zurvita Committee, as applicable, have executed this written consent as of the date set forth above.

**RESTRUCTURING COMMITTEE OF
ZURVITA HOLDINGS, INC.:**



Shadron L. Stastney
Director

**RESTRUCTURING COMMITTEE OF ZURVITA,
INC.:**



Shadron L. Stastney
Director

Fill in this information to identify the case:

Debtor name **Zurvita Holdings, Inc.**
 United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Mark and Tracy Jarvis Address on File	c/o Byron K. Henry Scheef & Stone, LLP (214) 472-2100 byron.henry@solidcounsel.com	Litigation	Contingent, Unliquidated, Disputed	N/A	N/A	\$4,000,000.00
2	CityCentre Four Partners, L.P. 12848 Queensbury Lane, Suite 100, Houston TX 77024	c/o Brice B. Beale Hoover Slovacek LLP (713) 977-8686 beale@hooverslovacek.com	Litigation	Contingent, Unliquidated, Disputed	N/A	N/A	\$2,253,519.42
3	Saddle Creek Corporation P.O. Box 530614 Atlanta, GA 30353	(817) 740-4419 fraanje.vandiver@sclogistics.com	Trade Debt	N/A	N/A	N/A	\$846,822.32
4	Progressive Laboratories, Inc. 3131 Story Road W Irving, TX 75038	(972) 518-9660 accounting@progressivelabs.com	Trade Debt	N/A	N/A	N/A	\$454,105.23

Debtor Zurvita Holdings, Inc.

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
			(for example, trade debts, bank loans, professional services, and government contracts)		If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5	Stabil Nutrition, LLC 9909 Clayton Road Suite LL8 St. Louis, MO 63124	(435) 467-8477 rcasillas@stabilnutrition.com	Trade Debt	N/A	N/A	N/A	\$84,787.50
6	PreMark Health Science Inc. 3200 Story Road W, Irving, TX 75038	(972) 894-0020 sales@premarkhs.com	Trade Debt	N/A	N/A	N/A	\$83,754.00
7	DSA Direct Selling Association 1667 K St. NW Suite 110 Washington, DC 20006	(202) 452-8866 nburke@dsa.org	Trade Debt	N/A	N/A	N/A	\$78,989.07
8	Avalara Dept. 16781 Palatine, IL 60055	(919) 627-9795 patrick.maneen@avalara.com	Trade Debt	N/A	N/A	N/A	\$76,051.27
9	BlueCross BlueShield of Texas Health Care Service Corporation P.O. Box 731428 Dallas TX 75373	(800) 445-2227	Trade Debt	N/A	N/A	N/A	\$59,585.94

Debtor Zurvita Holdings, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
			(for example, trade debts, bank loans, professional services, and government contracts)		If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Enoch Kever, a Professional Limited Liability Company 7600 N. Capital of Texas Hwy Building B, Suite 200 Austin, Texas 78731	cenoch@enochkever.com (512) 615-1200	Professional Services	N/A	N/A	N/A	\$61,057.73
11	Annex Cloud Social Annex, Inc. 1750 Tysons Blvd. Suite 1500 McLean, VA 22102	(703) 539-0380 billing@annexcloud.com	Trade Debt	N/A	N/A	N/A	\$60,264.00
12	Gemini Pharmaceuticals Inc. 55 Adams Avenue Hauppauge, NY 11788	(631) 543-3344 accountsreceivable@geminipharm.com	Trade Debt	N/A	N/A	N/A	\$46,494.95
13	Lycored Corp. 33 Industrial Parkway Branchburg, NJ 08876	(877) 592-6733 tammi.higgins@lycored.com	Trade Debt	N/A	N/A	N/A	\$46,000.00

Debtor Zurvita Holdings, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
			(for example, trade debts, bank loans, professional services, and government contracts)		If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14	Team Fusion LLC 5000 Eldorado Pkwy Suite 150-316 Frisco, TX 75033	(972) 510-7747	Trade Debt	Disputed	N/A	N/A	\$45,000.00
15	Angela Whittington Address on File	Contact Information on File	Employee Contract	N/A	N/A	N/A	\$43,700.00
16	UnCut Brands, LLC 8169 S. State St. Unit D Midvale, UT 84047	(801) 891-5873 partnerservices@uncutbrands.com	Trade Debt	N/A	N/A	N/A	\$42,696.43
17	The Sycamore Group Consulting, Inc. 493 Rodgers Road McDonough, GA 30252	(770) 310-7153 thesycgroup@gmail.com	Trade Debt	N/A	N/A	N/A	\$41,750.00
18	Tarrant County Tax Office c/o Linebarger Goggan Blair & Sampson LLP 100 Throckmorton Suite 300 Fort Worth, TX 76102	(817) 877-4589 clif.douglass@lgbs.com taxoffice@tarrantcountytexas.gov	Property Tax	N/A	N/A	N/A	\$37,042.78

Debtor Zurvita Holdings, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
			(for example, trade debts, bank loans, professional services, and government contracts)		If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	LaCore Finance 901 Sam Rayburn Hwy Melissa, TX 75454	(972) 439-1750 ar@lacorelogistics.com	Trade Debt	N/A	N/A	N/A	\$32,596.03
20	GNO Holdings, Inc. 901 Sam Rayburn Highway, Melissa, TX 75454	c/o Byron K. Henry Scheef & Stone, LLP (214) 472-2116 byron.henry@solidcounsel.com	Litigation	Contingint, Unliquidated, Disputed	N/A	N/A	Unliquidated

Fill in this information to identify the case and this filing:

Debtor Name Zurvita Holdings, Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Combined Corporate Ownership Statement and Certification of Debtors' Creditor Matrix**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: 12/20/2024
MM / DD / YYYY

✕ /s/ Shadron L. Stastney
Signature of individual signing on behalf of debtor

Shadron L. Stastney
Printed name

Director
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Zurvita Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24- [____] (____)

(Joint Administration Requested)

CERTIFICATION OF DEBTORS' CREDITOR MATRIX

In accordance with rule 1007(a) of the Federal Rules of Bankruptcy Procedure and rule 1007-2(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), a list of creditors (the “Creditor Matrix”) of the above-captioned debtors and debtors in possession (the “Debtors”) is filed by attachment hereto.

The Creditor Matrix has been prepared from the Debtors’ books and records. The undersigned, Shadron L. Stastney of the Debtors, hereby certifies that the Creditor Matrix contains the names and addresses of all creditors of the Debtors that could be ascertained after diligent inquiry, based on a review of the Debtors’ books and records and is consistent with the information contained therein. To the extent practicable, the Creditor Matrix complies with Local Rule 1007-1(a). The Debtors reserve the right to amend or supplement the Creditor Matrix as necessary.

Although the information contained in the Creditor Matrix is based on a review of the Debtors’ books and records, the Debtors have not completed a comprehensive legal and/or factual investigation with regard to possible defenses of the Debtors and their estates to any claims of the potential claimants included in the Creditor Matrix. In addition, certain of the parties included in

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Zurvita Holdings, Inc. [1863] and Zurvita, Inc. [4837]. The Debtors’ headquarters are located at 4450 W. Walnut Hill Lane, Suite 110, Irving, TX 75038.

the Creditor Matrix may not hold outstanding claims as of the date hereof, and therefore may not be creditors of the Debtors and their estates for purposes of these chapter 11 cases. Therefore, the Creditor Matrix does not and should not be deemed or otherwise construed to constitute either (i) a waiver of any defense of the Debtors and their estates to any claim that may be asserted against the Debtors or their estates or (ii) an acknowledgement or admission of the validity, priority, or amount of any claim that may be asserted against the Debtors or their estates.

Dated: December 20, 2024

/s/ Shadron L. Stastney

Shadron L. Stastney
Director